

**ARTICLES OF INCORPORATION
OF
THE UTAH IBM I PROFESSIONALS ASSOCIATION**

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned natural persons of twenty-one (21) years of age or more, acting as incorporators under the Utah Nonprofit Corporation and Cooperative Association Act, adopt the following Articles of Incorporation for such Corporation.

**ARTICLE I
NAME**

The name of this Corporation shall be Utah IBM i Professionals Association, hereafter referred to as "UIIPA."

**ARTICLE II
DURATION**

This Corporation shall be perpetual, unless sooner dissolved or unincorporated in the manner provided by law.

**ARTICLE III
PURPOSES AND POWERS**

Section 1) Purposes

The objectives of the Association are to promote and expand the education, knowledge and skills of its members; to encourage free exchange of skills related to the IBM i for Power Systems, technical information and problem solving techniques; and to provide adequate communication to keep members abreast of current events related to the use of IBM i for Power Systems (including AS/400, iSeries, and System i) computer systems.

Section 2) Powers

This Corporation shall have and exercise all the rights, powers, privileges and immunities provided by the Utah Nonprofit Corporation and Cooperative Association Act, being Section 16-6-22, Utah Code Annotated (1953), as amended.

Section 3) Exempt Status

- (i) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein;
- (ii) no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in , or intervene in (including the publishing or distribution of statements) any

political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended;

- (iii) the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IV MEMBERSHIP and VOTING

Membership shall be open to any individual, association, organization, partnership, or corporation interested in the purposes of the corporation having an IBM i for Power System on its premises, or regular access to and utilization of an IBM i for Power System, including but not limited to Managers, Users, Operators, Vendors, Etc. Members shall nominate and elect the directors at an annual meeting. Each "individual" member shall have one (1) vote and "corporate" members shall have two (2) votes per membership.

ARTICLE V DIRECTORS

Section 1) Definition

The Board of Directors of UIIPA shall be: President, Vice President, Treasurer and Secretary.

Section 2) Election and Term

The president and other officers shall be elected annually at the June meeting. The term should be for (1) one year.

Section 3) Vacancies

In the case where an office position of UIIPA becomes vacant, the Board of such Directors by virtue of majority vote may appoint a voting Member to fill vacancy, and the member will hold the office and serve until the end of the current term.

Section 4) President

1. The President shall be the principal executive officer of UIIPA.
2. The President shall be in charge of the business and affairs of UIIPA.
3. The President shall see that the resolutions and directives are carried into effect.
4. The President shall supervise and co-ordinate the activities of all officers.

Section 5) Vice President

1. The Vice President, in the absence of or during the incapacity of the President, shall have full exercise of all the rights and powers of the President.
2. The Vice President shall assist the President in the execution of his/her duties as the President may direct and shall perform such duties from time to time as may be assigned to him/her by the President.

Section 6) Secretary

1. The Secretary shall attend and keep meetings of all UIIPA meetings. He/she shall keep a record containing the names of all the persons who are members of UIIPA. Included in the record will be information such as their name, address, email address, phone number, membership date and voting responsibilities.
2. In addition to the foregoing;
 - a. The Secretary shall be responsible for correspondence received by or sent from UIIPA.
 - b. The Secretary shall be responsible for coordinating the production and distribution of the newsletter.
 - c. The Secretary shall be responsible for distribution of invoices each year.

Section 7) Treasurer

1. The Treasurer shall have the custody of all funds, properties and securities of the UIIPA.
2. When necessary the Treasurer shall collect annual dues, checks, payments, notes and other obligations for UIIPA and shall deposit the same to the credit of UIIPA at such bank as designated and record such transactions on the books.
3. The Treasurer shall make such payments as necessary to be made on behalf of UIIPA and record such transactions on the books.
4. The Treasurer shall exhibit such books at all reasonable times to any members.

Section 8) Incorporators and Initial Board of Directors

The Incorporators shall be the initial Board of Directors. The names and street addresses of the incorporators and initial Board of Directors selected pursuant to the provisions of Article V, Section 2 of these Articles, are as follows:

- | | |
|-------------------------|---|
| Garold N. Larson | 179 South 1250 East
Fruit Heights, Utah 84037 |
| Matthew Kingdon | 49 W. Malvern Ave.
Salt Lake City, Utah, 84115 |
| Michael Meservy | 11447 Charter Pointe Rd
South Jordan, Utah 84095 |
| Nathan Andelin | 9226 South 2490 West
West Jordan, Utah 84088 |

**ARTICLE VI
PRINCIPAL OFFICE**

The principal office of this corporation, at which the general business of the corporation will be transacted and where the records of the corporation will be kept, will be at such place in the State of Utah as may be fixed from time to time by the Board of Directors.

179 South 1250 East, Fruit Heights, UT 84037

**ARTICLE VII
REGISTERED AGENT**

The registered agent for the corporation will be:

Garold N. Larson
179 South 1250 East
Fruit Heights, UT 84037

**ARTICLE VIII
BYLAWS**

The power to make, alter, amend or repeal the Bylaws of this Corporation shall be vested in its Board of Directors, and the Bylaws may contain any provision for the regulation and management of the affairs of this Corporation not inconsistent with these Articles of Incorporation and the laws of the State of Utah.

**ARTICLE IX
AMENDMENT**

The power to amend these Articles is hereby expressly conferred upon the Board of Directors of this Corporation, but this grant of power shall not exclude any other permissible method of amendment.

IN WITNESS WHEREOF, the said parties, incorporators hereof, have hereunto subscribed their names this _____ day of _____, 2014.

Signature lines and Notary Public statement.

Garold N. Larson -- President

Matthew Kingdon – Vice President

Michael Meservy -- Secretary

Nathan Andelin -- Treasurer